Winona Housing Co-operative Inc.

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Winona Housing Co-operative Inc.

A BY-LAW ABOUT THE GOVERNANCE OF THE CO-OP

By-law No. 6

ORGANIZATIONAL BY-LAW

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ORGANIZATIONAL BY-LAW

The purpose of Winona Housing Co-operative Inc. (the co-op) is to provide housing to its members at cost and without the possibility of profit and to give its members control over how their housing is operated. This By-law is the framework for the governance of the co-op. It states the basic rules for how the co-op is organized.

Article 1: About This By-law

1.1 Older By-laws

(a) **Repeals**

The following By-laws, or parts of By-laws, are repealed when this By-law becomes effective:

- The Organizational By-law (By-law No.3).

(b) **Not repealed**

The following policies and procedures are not repealed when this By-law becomes effective. They will be adopted as By-laws of the co-op at that time.

- N/A

1.2 Priority of this By-law

(a) **Conflict with other By-laws**

This is the order of priority in case of conflict:

- The Occupancy By-law governs over this By-law and other co-op By-laws.
- This By-law governs over all other co-op By-laws.
- Other By-laws can only change or govern over the Occupancy By-law or this By-law if they specifically state that they are doing so.

(b) **References to other By-laws**

Sometimes this By-law refers to another co-op By-law. If the co-op does not have that By-law, the board of directors will decide on anything which could have been in it. This does not apply if the co-op has the By-law, but just uses a different name for it or if the co-op includes those things in a different By-law.

1.3 Laws that Apply to the Co-op

(a) ***Co-operative Corporations Act* and *Human Rights Code***

The Ontario *Co-operative Corporations Act* (the *Co-op Act)* and the Ontario *Human Rights Code* are laws that affect things in this By-law. The co-op and the members have to follow them.

(b) **Funding program laws**

If the co-op received funding under an Ontario government program, it may have to follow governance and organizational rules under the *Housing Services Act.* The co-op's service manager may also have governance and organizational rules. The co-op may also have to follow rules under other funding programs.

(c) **Changing By-laws**

If any part of the co-op By-laws breaks any laws, the board of directors will pass By-law amendments to correct the situation and submit them to the membership for approval. This could happen if there are changes in the laws or new interpretations.

1.4 Special Meanings

(a) **Co-op office**

If the co-op does not have an office, the board should designate a place or person that members can use to give things to the co-op or get them from the co-op and make sure all members know about it. If the board does not do this, the person will be the president. When this By-law talks about the "co-op office", members can use that place or go to that person if the co-op doesn't have an office.

(b) **Confidentiality and Conflict of Interest Agreement**

The co-op's Confidentiality and Conflict of Interest Agreement is in Schedule B of this By-law. It must be signed by all directors, officers and committee members. Staff must also sign the Agreement or it can be part of an employment or management contract that says the same basic things.

(c) **Directors' Ethical Conduct Agreement**

The Directors' Ethical Conduct Agreement is in Schedule C of this By-law. It must be signed by all directors.

(d) **Government requirements**

"Government requirements" means the laws, regulations or agreements with government bodies that apply to the co-op.

(e) **Manager**

When this By-law talks about the "manager", it means the senior staff person (even if a different job title is used). It can also mean other staff members who have been authorized to perform some of the manager's duties stated in this By-law.

(f) **Officers**

"Officers" means only the officers stated in Article 13 (Officers). It does not include any staff.

(g) **Relatives**

In this By-law someone is considered a relative of someone else if that person is related by blood, marriage or adoption or has ever lived in the same household at the co-op or somewhere else. In addition,

- **Groups of relatives:** A relative of one person is also a relative of all relatives of that person.
- **Related businesses:** Related businesses are included in the word "relative" in this By-law. A business is related to anyone who owns any part of the business or works for the business or gets any benefit that depends on how well the business does. It does not include owning stock or securities listed on a public exchange.

(h) **Staff**

The word "staff" in co-op By-laws means people who are hired or contracted to perform staff duties at the co-op. It does not matter if they are co-op employees, people who work under a contract with the co-op, or property management or service companies and their staff.

1.5 Electronic Participation

(a) **Special meaning**

In this By-law "electronically" means transmitting information or data by telephone or in other electronic or technological ways, including phone calls, voicemail, fax, e-mail, automated touch phone system, cell phone, computer or computer networks.

(b) **Electronic meetings**

When meetings are held electronically or have electronic participation, people who attend electronically must be able to reasonably participate in the meeting. They are considered to be present at the meeting for all purposes including quorum.

(c) **Electronic notices and documents**

Rules about delivering notices and documents to members and to the co-op are stated in section 26.2 (Notices to Members) and section 26.3 (Notices to Co-op). When signed documents or notices are referred to in co-op By-laws, they may not be signed or delivered electronically unless a By-law allows electronic signature or delivery for that type of document or notice.

Article 2: Membership

2.1 Membership

To become members of the co-op, applicants have to be approved by the board of directors and become residents of the co-op. The procedures in the Membership Approval By-law or other co-op By-laws must be followed.

2.2 Qualifications for Membership

To become members of the co-op, applicant has to be at least 50 year old. Applicants must also meet any other qualifications in the Membership Approval By-law or other co-op By-laws.

2.3 Applying for Membership

(a) **Who applies**

All members of an applicant's household have to become members or long-term guests if they intend to move into the co-op.

(b) **Signing application**

Everyone in a household who intends to become a member has to sign a membership application. Anyone else in the household has to sign a long-term guest application. The applications have to be completed and signed using the co-op's standard forms or the co-op will not consider the applications. The board or staff may permit electronic signature or delivery in unusual cases.

(c) **Other applicant requirements**

Everyone in an applicant's household has to follow the process stated in the Membership Approval By-law or other co-op By-laws

2.4 Financial Responsibility

(a) ***Human Rights Code* requirements about income information**

To comply with the Ontario *Human Rights Code* the co-op can ask applicants for income information only if it also asks for credit references, rental history information and authorization for credit checks. The co-op can consider income information only if it also considers all the other information that was obtained.

(b) **Applicants with credit problems**

In case of problems, the board can approve an application if the applicant has a satisfactory guarantor or co-signer or makes other special financial arrangements.

Schedule D is a form that can be used. Electronic signature or delivery of Schedule D is not acceptable.

(c) **Membership Approval By-law**

The Membership Approval By-law also applies to membership applications in addition to this section.

2.5 Moving in to the Co-op

(a) **Move-in requirements**

Prior to move-in, new members must

- sign the occupancy agreement
- pay the lifetime membership fee
- pay the member deposit or follow the member deposit requirements in the Occupancy By-law and
- pay the first month's housing charge.

(b) **Approved long-term guests**

Prior to move-in, a long-term guest agreement has to be signed by the co-op, the member and any approved long-term guests as stated in the Occupancy By-law. This does not apply to children of the applicants.

Article 3: Calling Members' Meetings

3.1 Annual General Members' Meeting

The board has to call an annual general members' meeting each year. The meeting has to take place not more than six months after the end of the co-op's fiscal year. It also has to be no more than fifteen months after the last annual meeting.

3.2 Other Members' Meetings

The board has to call at least one other general members' meeting each year and can call other members' meetings. A members' meeting can also be called by a motion passed at an earlier members' meeting or as stated in section 6.5 (Requisition to Call a General Members' Meeting).

3.3 Electronic Members' Meetings

When a members' meeting is called, the board will decide whether

- members have to attend in person,
- members have to attend electronically, or
- members can attend either in person or electronically.

3.4 Notice of Members' Meetings

(a) **Length of notice**

Notice of a members' meeting has to be given at least ten days before the date of the meeting. It can't be given more than forty-nine days before the meeting.

(b) **Who gets notice**

Notice of a members' meeting has to be given to everyone who is a member at the time the notice is sent out.

(c) **Contents of notice**

Notice of a members' meeting must state the date or time of the meeting. It has to include an agenda for the meeting or state the general nature of the business at the meeting.

(d) **Financial statements**

A copy (paper or electronical) of the financial statement and auditor's report has to be given to each member at least ten days before the annual meeting.

(e) **Proposed By-law or budget**

A proposed By-law or budget has to be mentioned in a notice of meeting or an agenda sent out with the notice. A copy (paper or electronical) of the proposed By-law or budget has to be given to each member at least five days before the meeting.

(f) **Electronic meetings**

The notice of a members' meeting has to state the place of the meeting. If electronic attendance is allowed or required, the notice of meeting will state the details on how members can connect, participate and vote.

Article 4: Holding Members' Meetings

4.1 Agenda of Members' Meetings

(a) **Annual meetings**

The agenda for each annual meeting has to include:

- presenting the financial statements
- presenting the auditor's report on the financial statements, and
- appointing the auditor for the next year

The agenda usually includes election of directors and reports from the board.

(b) **All meetings**

The agenda for all meetings has to be approved at the meeting. The agenda can only include things referred to in the notice of the meeting or a proposed agenda sent out with the notice. Members cannot vote on anything else, although they can discuss other business without voting.

(c) **Proposed agenda**

The board has to present a proposed agenda for each members' meeting. The proposed agenda should be sent out with notice of the meeting. It can also be sent out later or presented at the beginning of the meeting, but it can only include things referred to in the notice of the meeting.

(d) **Adding items**

Any member can have something put on the proposed agenda by sending a written request to the board. The board has to put the item on the proposed agenda for the next members' meeting. If the next meeting is less than fifteen days after the request is received, the board will put it on the proposed agenda for the following meeting. Anything added to the proposed agenda has to be within the powers of the members as stated in section 6.1 of this By-law (*Co-op Act* Requirements).

4.2 Authority of Members' Meetings

A members' meeting can amend any By-law or budget presented to it. They can do this even if the version they pass is different from, or contrary to, what was originally sent out under section 3.4(e) (Proposed By-law or budget). Any decision at a members' meeting must be within the powers of the members as stated in section 6.1 of this By-law (*Co-op Act* Requirements).

4.3 Quorum at Members' Meetings

(a) Minimum number

Fifteen percent of the members is the minimum number that must be present for the co-op to hold a legal members' meeting. This is called a quorum. A quorum must be present at the beginning of the meeting and at the time of any vote. If there is not a quorum, anything done has no official status.

- If there is a secret ballot at a meeting, a quorum has to be present at the time the ballots are collected, but not when the result is announced.
- When counting quorum, the chair is included if the chair is a member of the co-op.

(b) If no quorum

A meeting should start at the time stated in the notice of the meeting or as soon after that as a quorum is present. A meeting has to be called off or postponed

- if there is not a quorum thirty minutes after the time stated in the notice, or
- if a quorum is not present when it is time for a vote.

(c) Continuing the meeting at a later time

If there is not a quorum at a time stated in the previous paragraph, the members who are present can vote to continue the meeting between five and fifteen days later. The agenda for the continued meeting will be the same as for the original meeting or the remaining part of the original meeting. There must be at least two days' notice of the continued meeting as stated in section 3.4 (Notice of Members' Meetings). If the members who are present do not vote to continue the meeting, the meeting is called off.

(d) Quorum at continued meeting

Sections 4.3(a) and (b) apply to the continued meeting, but the quorum for that meeting will be ten percent of the members.

(e) Appeal meeting or requisitioned meeting

If a meeting is to consider a member requisition or an appeal of a board decision that is permitted under another By-law, sections 4.3(a) and (b) apply, but the meeting cannot be continued at a later time to consider the requisition or appeal. Sections 4.3(c) and (d) do not apply. The board does not have to call another meeting in response to the requisition or appeal. If a meeting is continued to deal with other items, the requisitioned item or appeal will not be on the agenda for the continued meeting.

4.4 Attendance by Non-Members

(a) **Non-members**

The board can invite non-members to attend members' meetings. In addition, the chair can permit non-members to attend a members' meeting. Permission can be withdrawn by the chair (including permission given by the board). The members at the meeting can reverse decisions about permission.

(b) **Evictions in process**

Membership ends on the termination date in an eviction decision or at the end of the notice period under a performance agreement or conditional eviction. See the Occupancy By-law section 16.2(a) (Membership Rights on Eviction — When Membership Ends). After membership ends, former members are not evicted until after the procedure in court or at the Landlord and Tenant Board or if they vacate the unit. Despite the Occupancy By-law, former members can apply to the board for permission to attend members' meetings as guests. If the board gives permission, sections 4.4(a) and (c) apply.

(c) **Speaking**

Non-members can speak at members' meetings only if the chair gives them permission. The members at the meeting can reverse permission to speak.

(d) **Manager**

The board should usually arrange for the manager to be present at members' meetings to answer questions and explain things.

4.5 Minutes and Record of Attendance

The board will arrange for the secretary or someone else to keep minutes and a record of all persons who attend members' meetings. The minutes should comply with section 21.1 (Confidentiality of Minutes).

Article 5: Procedure

5.1 Chair

(a) **Chosen by board**

The chair for each members' meeting will be chosen by the board. The board can choose a director or member or an outside person.

(b) **Outside chair**

If the board chooses an outside person who is not a member, the members must approve that person at the meeting. If they do not approve the outside person, the chair will be another member chosen by the board.

(c) **If board does not choose**

If the board does not choose someone else, the chair will be the president.

5.2 Rules of Order

The Rules of Order are a part of this By-law. They are attached as Schedule A. The chair uses the Rules of Order to run members' meetings, and decides any question about procedure that is not in the Rules of Order. The members have the right to appeal the chair's ruling as stated in the Rules of Order.

5.3 Voting

(a) **Right to vote**

Every member of the co-op has the right to one vote at any members' meeting. Anyone can vote who is a member at the time of the vote.

(b) **Must be present**

Members cannot appoint someone else to vote for them. Members can vote only

- if they are present at the meeting in person;
- if they are present at the meeting electronically if electronic attendance was stated in the notice of the meeting); or
- if they vote in advance. See section 8.2(d) (Election Meeting — Advance Voting).

(c) **Voting by show of hands**

Voting is by show of hands unless there is a secret ballot. If there is electronic attendance, show of hands includes electronic voting and automated electronic voting.

(d) **Secret ballot**

Directors are elected by secret ballot See section 8.2(c) (Election Meeting—Voting). There can also be a secret ballot where the board decides there should be a secret ballot and states this on the agenda for the meeting. In that case, the board will make sure there are procedures for secret voting for members who attend electronically. There can also be a secret ballot if both the following conditions are satisfied:

- if the members at the meeting decide by simple majority vote to have a secret ballot; and
- if electronic attendance was stated in the notice of the meeting, there are procedures for secret voting for members who attend electronically.

(e) **Voting by chair**

The chair can vote only if the chair is a member of the co-op and only in the following situations.

- **Secret ballot:** The chair can vote on a secret ballot. If it is a tie, the chair does not get a second vote.
- **Other votes:** The chair can vote only to break a tie.

5.4 Majority Required

(a) **Simple majority**

A simple majority vote is needed to make any decision at a members' meeting unless a By-law or the *Co-op Act* has other requirements. A simple majority is more than half the votes cast, without counting abstentions. A tie vote defeats the motion.

(b) **Two-thirds majority**

A two-thirds majority vote is needed to confirm By-laws and By-law amendments. This means at least two-thirds of the votes cast, without counting abstentions and without rounding. A two-thirds majority vote is also needed to confirm special resolutions. Special resolutions are required in certain situations stated in the *Co-op Act* and the co-op By-laws. Examples of when a two-thirds majority vote is needed are when amending the Articles of Incorporation and when approving Major Commitments under section 24.2(a) (Approval Process – How member approval is given).

(c) **Calculating majorities**

Rule 6 (Voting) in the Rules of Order states how a simple majority and a two-thirds majority are calculated. Examples are in the Comment in Rule 6.

Article 6: Member Control

6.1 *Co-op Act* Requirements

The *Co-op Act* states the basic requirements for member control and board of directors responsibility. These are:

(a) **Board responsibility**

The board supervises the management of the affairs and business of the co-op.

(b) **Member control**

The members do not manage the affairs of the co-op. They have final say only in the ways stated in the *Co-op Act.* In addition, the By-laws require member approval for certain actions. Examples where member approval is required are:

- electing directors
- removing directors
- approving the housing charges
- approving operating and capital budgets
- appointing the auditor
- approving commitments as stated in section 24.1(a) (Major Commitments – When member approval is needed)
- confirming By-laws and By-law changes

6.2 Requisitions

If any members feel that there is a problem that requires a membership decision, they can submit a requisition. This is sometimes called a petition. Requisitions are not business as usual, but are used as a last resort in unusual circumstances where members feel they are not being served by the board. The *Co-op Act* has detailed rules for requisitions. Members should consult the Act. The next part of this Article has explanations and additions. The last section of this Article has rules that apply to all requisitions.

6.3 Requisition to Put Something on the Agenda for a Members' Meeting

Members can submit a requisition to put something on the agenda for the next general members' meeting. This may not be necessary because a single member can do the same thing under section 4.1(d) (Agenda of Members' Meeting – Adding items) of this By-law. The requisition can also ask the board to circulate a statement about something already on the agenda. The requisition must include the exact wording of the statement. Details of this kind of requisition include:

- **Section 71:** See Section 71 of the *Co-op Act.*
- **Five percent:** The requisition must be signed by five percent of the members.

- **21 days:** A requisition to add an item must be received at least 21 days before the meeting.
- **14 days:** A requisition to circulate a statement about something must be received at least 14 days before the meeting.
- **Limits:** The agenda item must be within the authority of the members.

6.4 Requisition to Pass a By-law or Directors' Resolution

Members can submit a requisition for the board of directors to pass a By-law or resolution. The requisition must include the exact wording of the By-law or resolution. The board does not have to agree with the requisition. In that case the board calls a general members' meeting to consider the question. If the board does not do that, then anyone who signed the requisition can call the general members' meeting. Details of this kind of requisition include:

- **Section 70:** See Section 70 of the *Co-op Act.*
- **Ten percent:** The requisition must be signed by ten percent of the members.
- **21 days:** If the board agrees with the requisition, it has 21 days to pass the By-law or resolution and call a members' meeting to confirm it, if necessary.
- **General members' meeting:** If the board does not agree with the requisition, it can call a general members' meeting to decide. If the board does not call a general members' meeting within 21 days, then anyone who signed the requisition can call the meeting. The meeting has to be held within 60 days.
- **No repetition:** If the requisition failed, no new requisition is permitted for a similar By-law or resolution for two years.

6.5 Requisition to Call a General Members' Meeting

Members can submit a requisition for the board of directors to call a general members' meeting. The requisition must state the purpose of the meeting. This is normally used when the board has not been calling enough meetings or members want information about something from the board. It can also be used if members want to remove directors from the board. It does not authorize the members to pass a By-law unless the board has already passed it. Details of this kind of requisition include:

- **Section 79:** See Section 79 of the *Co-op Act.*
- **Five percent:** The requisition must be signed by five percent of the members.
- **30 days:** The board must call and hold the general members' meeting within 30 days.
- **60 days:** If the board does not call and hold a general members' meeting within 30 days, then anyone who signed the requisition can call the meeting. The meeting has to be held within 60 days.
- **Limits:** The business for the meeting must be within the authority of the members.

6.6 Requirements for All Requisitions

Requisitions have to follow the requirements of the *Co-op Act.* This can be very detailed and complicated. The following rules apply to requisitions at the co-op under the *Co-op Act* and the By-laws.

- **Exact wording:** Requisitions must include the exact wording of the proposed motion, resolution, By-law, etc.
- **Original signatures:** The requisition submitted must have the original of all signatures, not photocopies. It cannot be signed or delivered electronically. Section 26.3(c) (Notices to Co-op – Electronic mail) does not apply.
- **Confidentiality:** The board may distribute copies of the requisition, but will not disclose the names and addresses of the persons who signed.
- **Multiple pages:** The signatures can be on more than one page, but each page has to have the full wording of the proposed motion, resolution, By-law, etc.
- **Time limits:** All time limits start when the original requisition is given to the co-op as stated in section 26.3 (Notices to Co-op).
- **Calling meetings:** Meetings called under requisitions are called in the same way as other members' meetings and with the same notice periods and are governed by the same rules.
- **Planned meetings:** The board does not have to call a separate meeting under Sections 70 or 79 of the *Co-op Act*, but can put the requisition on the agenda for another members' meeting within the same time limits. The board must put an item on the agenda for the next members' meeting if it was requisitioned under Section 71 of the *Co-op Act.*

Article 7: Board of Directors

7.1 Number of Directors

The board of directors is made up of five or seven directors. The number of directors must be always an odd number.

7.2 Who Can be a Director

(a) ***Co-op Act***

Directors have to be members of the co-op who are at least 50 years old, live in co-op at least one year and have the other qualifications stated in the *Co-op Act*. These qualifications are that a director may not be bankrupt or incapable of managing property under the *Substitute Decisions Act.* They apply at the time directors are elected and while they are directors. If an existing director no longer has the required qualifications, the position on the board is automatically vacant.

(b) **Good financial standing**

Members who are in arrears may not be elected or appointed as directors. The rules for existing directors who go into arrears are stated in the Occupancy By-law.

(c) **Members of same household**

Two or more members who occupy the same unit may not be directors at the same time.

(d) **Management or service company employee**

A member cannot be a director as stated in section 18.7(a) (Management or Service Company Employee – Can't be director or officer) and the Occupancy By-law section on "Co-op Employees".

(e) **Former directors who resigned**

A member who resigns as a director may not be on the board until the second annual election after resigning. Until then, the member cannot be elected to the board or appointed to fill a board vacancy. The member cannot run at the first annual election after resigning.

(f) **Ethical Conduct and Confidentiality and Conflict of Interest Agreements**

Every director has to sign a Directors' Ethical Conduct Agreement and a Confidentiality and Conflict of Interest Agreement. The Agreements have to be signed before the election or appointment of a director or within ten days afterwards. A signed copy of each Agreement must be given to the manager. If a director fails to do this, the position on the board is automatically vacant.

(g) **Issues about qualification**

A. **Before the board elections**

Any question about whether the member meets the requirements to be a director should be resolved before board elections, if possible. If there is a disagreement, the member can run for the board. If elected, the member will not become a director until the board decides on the question.

B. **After the board elections**

If a question about a director's qualifications at the time of election comes up later, the director will continue on the board until the board makes a decision about it.

C. **Effect of board decision**

If the decision under A. or B. is that the member did not meet the requirements, the position on the board is automatically vacant. The decision is not subject to appeal.

(h) **Board procedure for deciding about qualification**

If a question about a director's qualifications at the time of election comes up after an election, the member must be given written notice of the board meeting to discuss whether the member met the requirements to be a director. The notice has to be given at least ten days before the meeting and must state the date, time and place of the meeting and the reason why the member may not have met the requirements. The member can appear and speak at the meeting. The member can have a representative at the meeting. The board decides and votes without the member present.

7.3 Term of Office

(a) **Length of term**

Directors serve for terms of two years. A term of two years means a term starting at the end of an annual members' election meeting and ending at the end of the second annual members' election meeting after that. This means that a term will not be exactly two years.

(b) **First meeting of new board**

The board must meet no more than seven days after an annual general members' election meeting or any meeting where more than forty percent of the director positions are elected. The time for the meeting can be postponed only if all directors sign a consent to postpone it. Until the board meeting, the co-op signing officers prior to the election will keep their responsibilities under this By-law.

(c) **Staggered terms**

Directors' terms will be staggered so that in one year about half the directors will be elected for two-year terms and in the next year the other directors will be elected for two-year terms. If there is a vacancy, the replacement will serve for the remainder of the former director's term.

(d) **Election for partial terms**

Sometimes a single election is for directors with full terms and partial terms. An example would be where a director resigned and the board did not appoint someone. At those elections the candidates with the largest number of votes will be elected to the full terms. If there is a tie for the last full-term position, the board will decide. The decision will be recorded in the board minutes.

7.4 Director Term Limits

(a) **One year gap**

A member who has been a director for two consecutive terms is not eligible to be a director until the next annual election after the second term ended. Until then, the member cannot be elected to the board or appointed to fill a board vacancy. A partial term counts as a term if it is longer than one year.

(b) **Start of these rules**

The existing terms of directors will not be reduced when this By-law comes into force. This section will apply to all elections after that time.

Article 8: Board Elections

8.1 Election Procedures

(a) **Election committee**

The board will appoint an election committee or election officer before any members' meeting where there will be an election. The committee or officers do not have to be members. If the board does not appoint an election committee or officer, then the board will perform the duties of the election committee.

(b) **General duties of election committee**

- giving information about the election to the members, including educating members on the duties and responsibilities of the board
- finding candidates
- discussing qualification issues with candidates
- setting a deadline for nominations
- making sure the election follows the rules stated in the *Co-op Act* and the By-laws
- arranging for ballots to be distributed to members
- acting as or arranging for returning elections officers to control the ballot boxes and ensure confidentiality of marked ballots,

(c) **Nominations**

Members can run for a director position by submitting a nomination form that includes the information in Schedule E to this By-law. The form must be signed by the nominee and two other members. The nominee must submit a signed Directors' Ethical Conduct Agreement and a Confidentiality and Conflict of Interest Agreement at the same time. These will take effect if the nominee is elected.

(d) **Nomination deadline**

The election committee will establish a deadline for nominations. This must be at least six days before the date of the election meeting. It can extend the deadline to a day at least three days before the date of the election meeting. It can do this before or after the original deadline and regardless of the number of nominations received before the original deadline.

(e) **Checking qualifications**

The election committee will review the qualifications of each candidate and, if there is any question, will discuss it with the candidate. if the candidate does not withdraw the nomination before the election meeting, the candidate may run and section 7.2(g)(A) (Issues about Qualification— Before the board elections**)** will apply.

(f) **Number of candidates**

The election committee should try to have more candidates than the number of directors to be elected.

(g) **Counting votes**

The election committee supervises counting the votes and announces the results. The members' meeting should choose two or more members unrelated to the candidates to count the votes. If there is no election committee, or if the members do not choose people to count the votes, the chair will decide how the votes will be counted.

(h) **No conflict of interest**

If there is an election committee separate from the board, no member of the committee, or relative of a member, can run in the election. If the board is acting as the election committee, any director who wishes to run in the election, or who has a relative who wishes to run, has to declare a conflict of interest and cannot be involved in any board decisions or activities related to the election. The conflict-of-interest rules in the By-laws will apply. If a conflict of interest is not declared, the director and all relatives are not eligible to run for the board. Someone who is running for election or re-election cannot chair any part of a members' meeting where there are elections.

8.2 Election Meeting

(a) **Annual members' election meeting**

Members elect the directors at the annual meeting, but elections can be scheduled for another meeting. If there are vacancies, they are filled as stated in section 12.3 (Vacancies).

(b) **Nominations**

The election committee will present a list of candidates that have been nominated. Nominations from the floor at the election meeting are not permitted.

(c) **Voting**

Voting will be by secret ballot. The rules in the *Co-op Act* must be followed. These include:

- Members must cast a number of votes equal to the number of positions to be filled. Any ballot which has more or less votes will not be counted.
- Members cannot vote more than once for a candidate.
- Members cannot appoint someone else to vote for them.

(d) **Advance voting**

Members can vote in advance at the co-op office or another polling station set up by the election committee. The committee will notify all members of the days and hours when they can vote. Members may have to provide identification. They will be given a ballot to fill in in secret. The filled-in ballots will be put in a sealed box that will not be opened until the election meeting.

(e) **Special circumstances**

If members cannot vote at the office or polling station because of special circumstances, such as illness or absence during polling hours, they can contact the office or the election committee. The committee can arrange for two persons to meet a member at the office or their unit, give them a ballot and put the ballot into a sealed box.

(f) **Quorum requirements**

There must be a quorum at the election meeting until the final vote is cast. There does not have to be a quorum while the votes are being counted and when the results of the vote are announced.

(g) **Most votes**

The candidates with the most votes are elected to the board. The number of votes for each candidate or the order in which they finished should not be announced. If applicable, there will be an announcement of:

- the names of candidates tied for the last position
- the names of candidates elected for a full term and for a partial term.

(h) **Tie vote**

If there is a tie for the last position for a full or partial term, the chair will decide the winning candidate at the meeting by lottery (coin toss or random draw).

(i) **Acclamation**

If the number of nominees is equal to the number to be elected or less, the chair will declare that the candidates are elected by acclamation.

(j) **Lower number elected**

If the number of directors elected is lower than the positions available, the vacancies can be filled by the board under section 12.3 (Vacancies).

8.3 Recount

(a) **Immediate recount**

A member can move to have a recount immediately after the results are announced. If a quorum is still present and at least nine members support the motion, there will be an immediate recount. One of the members who supported the motion can be present during the counting.

(b) **Special recount meeting**

If there has not been an immediate recount, five percent of the members can requisition a special members' meeting to recount the votes. See section 6.5 (Requisition to Call a General Members' Meeting). This requisition must be received during the seven days following the election meeting. There will be a recount at the meeting. One of the members who signed the requisition can be present during the counting. Until the recount, the results announced at the election meeting will stand.

(c) **Used ballots**

The election committee or the chair of the meeting will destroy the ballots, counting records and any electronic records right after a recount. If there is no recount at the election meeting, those items will be kept in a safe place during the seven days following the election meeting. They will be destroyed on the eighth day unless a recount meeting has been requisitioned under this section.

Article 9: Role of the Board of Directors

9.1 Duties of Board of Directors

The board is responsible for the good governance of the co-op. The board supervises the management of the co-op. It can use all the powers of the co-op, unless the *Co-op Act* or the By-laws say that a members' meeting is needed to decide on something. Some of the board's duties are to:

(a) **Members**

- approve or refuse membership applications
- call members' meetings and decide about electronic attendance
- present an agenda to the members
- report to the members on the activities of the board and committees
- pay attention to the community needs of the members
- make sure that education about co-operatives is available to members

(b) **Finances**

- oversee the financial affairs of the co-op
- present a budget to the members
- make financial decisions for the co-op within the budget and By-laws
- arrange for long-term financial planning based on expected future needs of the co-op
- make sure the co-op has a current building condition assessment (BCA), a current reserve fund study (RFS) and an asset management plan (AMP)
- report to the members on the co-op's finances
- Investigate government grants and rebates that may be of benefit to the co-op

(c) **Maintenance**

- ensure that the co-op's property is well maintained and repairs are done when needed
- make sure that the system for responding to member work orders operates efficiently

(d) **Risk management**

- make sure the co-op has appropriate insurance for the co-op property and for co-op liability
- make sure that other kinds of insurance are maintained if prudent and cost-effective, such as directors' and officers' liability insurance and employee and contractor dishonesty insurance or bonding
- evaluate long-term maintenance contracts for co-op equipment – annually
- make sure the co-op has a disaster relief plan
- arrange for all required fire plans
- make sure the co-op's electronic records and data are backed up and protected

(e) **Organization**

- make sure that co-op By-laws are reviewed regularly
- have a clear outline of the responsibilities of committees and staff
- direct and co-ordinate the activities of committees
- involve the co-op in the broader co-operative movement and in the local community
- ensure that co-op's data base is properly maintained and backed up by the management

(f) **Staffing**

- deal with staffing as stated in Article 16 (Staffing)

9.2 Committees and Staff

The board can arrange for tasks to be done by committees or staff. The board must supervise them. The board has final responsibility and can overrule committees or staff.

9.3 Powers of Individual Directors

The board of directors can act only by a decision of the board as a whole. Individual directors have no authority to act except as stated in a By-law or as authorized by a decision at a board meeting.

Article 10: Standards for Directors

10.1 Standard of Care

Standards of care required for a director are stated in the *Co-op Act* and other laws. A director must

- act honestly, in good faith and in the best interests of the co-op rather than in the director's personal interest, and
- use the care, diligence and skill of a reasonably prudent person

10.2 Performance of Directors' Duties

Each director must

- attend (personally or remotely) all board and members' meetings unless excused by the board based on advance notice of absence or later information if advance notice was not possible
- prepare for all meetings
- comply with the co-op By-laws and with board decisions, and
- comply with the Directors' Ethical Conduct Agreement and the Confidentiality and Conflict of Interest Agreement.

Article 11: Board Procedures

11.1 Board Meetings

(a) Regular meetings

Unless the board decides something else, the board will hold regular monthly meetings at a regular time and place set by the board.

- There is no need to give notice of regular meetings.
- The board can consider or adopt a motion even if no advance notice of the item was given.

(b) Special meetings

The board can hold special meetings. A special meeting can be called by a decision of the board, by the president or vice-president or by a quorum of directors. It can be held at any place the board approves. A director with a conflict of interest cannot call a special meeting about the item where there is a conflict or be part of the quorum that calls the special meeting.

- Each director must be given at least three days written notice. In case of emergency, less notice can be given and/or notice can be given in person or by phone or voicemail.
- The notice must state the general nature of the meeting's business. An agenda should be included with the notice if possible.
- The board can only adopt motions about things that were within the notice or on the agenda.

(c) Electronic communication

Any director can agree in writing to accept notices by e-mail and/or by a selected messaging app. This can be done using section 2 of the Directors' Ethical Conduct Agreement. E-communication can be used to give directors notices of board meetings, agendas of board meetings and reports and other documents or discussions related to board functions. Highly sensitive materials should not be sent by e-mail, but should be distributed at the meeting and all copies should be collected afterwards.

(d) Giving up the right to a notice

Directors can give up their right to notice of a specific meeting. This can be done in writing or by attending the meeting.

11.2 Quorum at Board Meetings

A quorum must be present in order to hold a board meeting and make decisions or transact any business. A quorum equals a majority of the number of directors stated in section 7.1 (Number of Directors). The number required for a quorum can only be reduced by an amendment to this By-law and only if the new quorum complies with the

Co-op Act. It is not reduced by vacancies, conflicts of interest or for any other reason. If the chair is a member of the co-op, the chair is included when counting quorum.

11.3 Phone Meetings

Any or all directors can participate in a board meeting by conference phone or other equipment, including internet communicating applications, where all the directors can communicate with each other simultaneously and instantaneously. A director participating in those ways is considered to be present at the meeting.

11.4 Resolutions in Writing

The directors can pass a motion by signature (except a motion to end a member's membership and occupancy rights). The motion must be in writing and signed by all directors. Signature can be in person, by e-mail of a scanned document or through an electronic signing service. Resolutions or motions passed in this way will be included with the minutes of the next board meeting. The same confidentiality requirements apply as if the matter came up at a board meeting.

11.5 Board Polls

(a) **Effect of board poll**

If no director objects, a board poll can be used to get an advance opinion from the directors. A board poll is not a legal decision. The results have to be reported to the next board meeting. The board poll becomes a legal decision if the board passes a motion to confirm it or all directors sign a resolution in writing to confirm it.

(b) **Procedure for board poll**

A board poll can be arranged by a decision of the board, by the president or vice-president or by the manager. The poll can be conducted by e-mail, telephone or in other way, including internet communicating applications. All directors will be given the same information and the opportunity to state their position on the issue.

(c) **Acting on board poll**

Before the next regular board meeting, action can be taken as a result of a board poll only if

- the result of the board poll is confirmed by a special board meeting, which could be by telephone,
- the result of the board poll is confirmed by a resolution signed by all directors under section 11.4 (Resolutions in Writing), or
- the action is within the authority of the manager or another person who takes the action.

11.6 Chair

The chair for all board meetings will be the president, or the vice-president if the president is absent. The board can choose someone else. That person can be another director, a member or an outside person. The chair can only vote in order to break a tie and only if the chair is a director.

11.7 Voting

Each director has one vote at board meetings. A simple majority vote is needed to make any decision, unless a By-law, or the *Co-op Act*, states something else. An abstention is not counted as a vote. A tie vote defeats the motion unless the chair is a director and votes to break the tie.

11.8 Procedures

Procedures at board meetings will be the same as at members' meetings. The Rules of Order for members' meetings also apply to board meetings except when this By-law states something else.

11.9 Members, Staff and Guests at Board Meetings

Members, staff and guests can attend the non-confidential part of board meetings with the permission of the board. Permission can be withdrawn at any time. Persons who are not directors can speak with the board's permission, but they cannot make motions or vote.

11.10 Minutes of Board Meetings

The approved minutes, or brief summaries, should be made available to members as soon as possible after they are approved. A copy of the approved minutes must be available to members at the co-op office during regular office hours. This does not include confidential minutes as stated in section 21.1 (Confidentiality of Minutes).

Article 12: Early Ending of Directors' Terms

12.1 Resignation of a Director

(a) **Submitting resignation**

A director can resign by giving written notice to the co-op. The notice must be delivered to the president or to the co-op office. The resignation will not take effect until the time of the next board meeting stated in this section.

(b) **If there would still be quorum**

The board will consider the resignation at the first meeting after it is received. If the board would still have a quorum after the resignation takes effect, the board must accept the resignation at that meeting. The resignation will take effect when it is accepted by the board.

(c) **If there would not be quorum**

If the resignation would leave the board without a quorum, it will take effect thirty days after the board meeting or earlier if enough vacancies are filled so there will be a quorum.

(d) **Withdrawing resignation**

A director can withdraw a resignation before it takes effect, but only if the board passes a motion to consent to withdrawal.

12.2 Removal of a Director

(a) **Members can remove**

A members' meeting can remove any director before the end of the director's term. This can be for the reasons stated in the next paragraph of this section or for any other reason that the members wish. Notice that a motion made to remove a director must be given to all members at least ten days before the meeting. The motion must be passed by majority vote.

(b) **Board can recommend removal**

The board can recommend that the members remove a director if the board decides that the director has broken Article 10 (Standards for Directors) or has not carried out the other responsibilities of a director or member.

(c) **Procedure for board recommendation**

The director must be given written notice of the board meeting to discuss the recommendation. The notice has to be given at least ten days before the meeting and must state the time and place of the meeting and the grounds for the recommendation. The director can appear and speak at the meeting. The director can have a representative at the meeting. The board decides and votes on the recommendation without the director present.

(d) **Report to members**

If the board votes to recommend removal and the director does not resign, the board must report the recommendation to the next members' meeting. The members make the final decision. If no motion is passed at the members' meeting, the board decision is confirmed and removal is effective on the day of the members' meeting.

(e) **Until members' meeting**

If the board votes to recommend removal, then until the members' meeting the director will not be entitled to attend board meetings as a director or count in the quorum or receive notices or documents that go to directors.

(f) **Resignation after board decision**

If the board votes to recommend removal, the director may decide to resign before the next members' meeting. If the director submits a written resignation, it will take effect only as stated in section 12.1 (Resignation of a Director).

(g) **Removal for prohibited conflict of interest**

The board can remove a director with a prohibited conflict of interest as stated in section 19.5(e) (Rules for Directors – If there is a prohibited situation). In that case, removal is effective immediately and does not require approval by the members.

12.3 Vacancies

(a) **When members do not elect enough directors**

When the members do not elect the full number of directors at an election meeting, the board can appoint a qualified person to fill the vacancy.

(b) **If no board quorum**

If there is a vacancy and the board no longer has a quorum, the remaining directors must appoint or serve as an election committee. Article 8 (Board Elections) will apply. The remaining directors must call a members' election meeting as soon as possible after the nomination deadline to elect directors to serve the rest of the terms of the former directors.

(c) **If meeting not called**

If the remaining directors do not call the members' meeting under the previous paragraph, then any member can call the meeting. The meeting must permit electronic attendance. At the meeting the members elect directors to serve the rest of the terms of the former directors. Candidates must be nominated from the floor and seconded. Section 5.3(d) (Voting – Secret Ballot) applies.

(d) **When the members remove a director**

When the members remove one or more directors, they can elect any qualified person for the rest of the term of the former director. They can do this only if the meeting permits electronic attendance. Candidates must be nominated from the floor and seconded. Section 5.3(d) (Voting – Secret Ballot) applies. If they do not elect a replacement, the board can appoint a qualified person to fill the vacancy. If the board no longer has a quorum, paragraphs (b) and (c) of this section will apply.

(e) **When vacancies occur for any other reason**

When there is a vacancy on the board and the previous paragraphs of this section don't apply, the board can appoint a qualified person for the rest of the term of the former director. The appointment takes effect immediately, but the election of the director must be put on the agenda for the next members' meeting. The appointment will be considered confirmed unless the members decide to have an election for the position at a later meeting. Article 8 (Board Elections) will apply.

Article 13: Officers

13.1 Election of Officers

(a) **Electing officers**

The board elects the following officers annually, or more often as needed:

- president
- vice-president
- secretary
- treasurer

(b) **Electing officers**

Officers will be elected at the first meeting after the board's election. The board can fill vacancies as necessary. The board can elect any other officers and give them any authority and duties.

(c) **Qualifications**

All officers must be members of the co-op. Only the president and vice-president have to be directors. An office becomes vacant when the officer is no longer a member. If the president or vice-president ceases to be a director, the office automatically becomes vacant. If other officers cease to be directors, the office does not automatically become vacant.

(d) **Only one office**

Directors and other members can only hold one office at a time.

13.2 Confidentiality and Conflict of Interest Agreement

All officers who are not directors must sign a Confidentiality and Conflict of Interest Agreement within ten days after they become officers. A signed copy must be given to the manager. People who fail to do this are automatically removed as officers.

13.3 Resignation of Officers

(a) **Different from resignation as a director**

This section deals with the resignation of an officer. Section 12.1 deals with the resignation of a director. An officer who is a director can resign as an officer without resigning as a director.

(b) **How to resign**

An officer can resign by giving written notice. The notice must be delivered to the president. The resignation will take effect at the time the resignation is received or at the time stated in the resignation, if that is later.

13.4 Removal of Officers

(a) **Different from removal as a director**

This section deals with removing an officer separate from removal as a director. Section 12.2 deals with removing a director. When a director is also an officer, removal as a director does not automatically include removal as an officer except in the case of the president or vice-president.

(b) **How to remove an officer**

The board can remove any officer at any time and for any reason. At least three days' written notice of a motion to remove an officer must be given to all directors and to the officer, if not a director. The officer can appear and speak at the meeting. The board decides and votes without the officer present. If the officer is removed, the board can immediately fill the vacancy.

Article 14: Officers' Duties

14.1 The President

The president

- gives leadership to the co-op
- represents the co-op to the outside world unless the board has appointed someone else for a specific event or purpose
- chairs meetings of the board unless the board chooses someone else
- follows the decisions approved at board and members' meetings
- acts as the co-op's representative in ongoing dealings with staff unless this duty is given to another officer
- co-ordinates the work of the board, committees, members and staff, and
- reports about board activities at every members' meeting.

14.2 The Vice-President

The vice-president performs the president's duties in the absence of the president and generally works with the president in carrying out the president's duties. The president and vice-president review their roles regularly to make sure that they are carrying out all their responsibilities.

14.3 The Secretary

(a) **Role of staff**

Staff is responsible for performing regular secretarial duties for the co-op. The manager must see that all the staff duties are done and that legal requirements are met. The secretary will be familiar with staff secretarial duties and report to the board if staff is not adequately performing them. The secretary will perform any secretarial duties that are not part of staff responsibilities.

(b) **Duties**

The secretarial duties are:

- giving all required notices of board and members' meetings
- providing all necessary documents for board and members' meetings
- ensuring that co-op minutes and minute books are properly kept up and meet appropriate standards, including
    - minutes of board and members' meetings include all motions and the results of the motions
    - all reports, resolutions, By-laws and other things submitted at a meeting are attached to or included with the minutes
    - minutes of board and members' meetings are duly signed by two signing officers and inserted in the minute book

- the minute book is kept up to date, and
- minutes of all board and members' meetings are distributed before the next meeting

- making all necessary corporate filings with the government, and
- arranging for a copy of all new By-laws to be given to the members as soon as possible after they are confirmed.

14.4 The Treasurer

(a) Role of staff

Staff is responsible for the day-to-day financial management of the co-op. The treasurer must understand and review the co-op's finances and report on them to the board and the members and any financial committees. The treasurer will report to the board if staff is not adequately performing its duties in relation to finances. The treasurer will report to the board with respect to any financial problems and issues.

(b) Treasurer's duties

The treasurer will

- act as the co-op's representative in dealing with the auditor beyond what is normally done by staff
- work with staff and the auditor in implementing and monitoring internal financial controls
- when available, sign cheques on behalf of the co-op along with one other signing officer
- each month, review the reconciliation of the co-op's bank accounts performed by staff, sign the reconciliation statement to show the review has been performed and report to the board on any problems
- work with staff and finance committee in preparing an annual budget and any capital budget and present the budget to the board, and
- receive a copy of any management report from the auditor as soon as possible, report to the board on it and work with staff and the board in implementing its recommendations.

Article 15: Membership in Federations

15.1 Membership in Federations

The co-op should be a member of the Co-operative Housing Federation of Canada (CHFC), any local co-op housing federation (CHFT) and other co-operative federations and bodies which support and promote co-operative housing.

15.2 Board Appoints

The board will appoint delegates to the Co-operative Housing Federation of Canada, the local co-op housing federation and other bodies as necessary, and define their duties and authority. They must be members of the co-op, but do not have to be directors or officers. Article 13 (Officers) will apply to them in the same way as to officers. The same member can be delegated to more than one body.

15.3 Federation Delegates

Each federation delegate

- represents the co-op at meetings of the federation
- informs the board and the members of what the federation is doing
- informs the federation of the views and concerns of the co-op, and
- votes at federation meetings. The delegate should get direction from the board on important issues.

15.4 Expenses

The co-op will pay the reasonable expenses of delegates and other members appointed to attend federation activities.

Article 16: Staffing

16.1 Staffing the Co-op

The board is responsible for co-op staffing. This includes:

- recommending amounts for staffing in the budget presented to the members
- arranging contracts with property management or service companies or others or hiring employees
- negotiating management fees, salary and employment terms, as applicable. Conducting terminations
- making sure there is an adequate contract for all staffing services including a description of duties, responsibilities and authority
- following the Occupancy By-law section on "Co-op Employees", and
- making sure that education about co-operatives is available to staff and it is educated.

16.2 Dealing with Staff

(a) **Board responsibility**

The board is the final authority for the co-op in relation to staff. This includes:

- dealing with property management or service companies
- supervising the manager
- reviewing performance of property management companies and employed staff at least annually
- considering increases in fees or salaries when desirable
- dealing with complaints and problems relating to property management companies and employed staff, and
- terminating staffing contracts when needed.

(b) **Manager**

The board can give limited authority to the co-op manager to deal with some of its responsibilities in relation to other staff.

16.3 Confidentiality and Conflict of Interest Agreement

The board must make sure that all contracts for staffing include an agreement that the staff will follow the confidentiality and conflict of interest requirements of this By-law. This could be in employment contracts or contracts with property management or service companies or other contracts. The board must arrange for all staff to sign a Confidentiality and Conflict of Interest Agreement when they become staff. A signed copy must be kept with staff contracts. The Agreement must be the one in Schedule B, or it can be part of an employment, management or other contract as long as it says the same basic things.

16.4 Staff Information

(a) **Confidential staff information**

The co-op will respect the right of staff to privacy in their relations with the co-op and in personal information. Confidential staff information includes staff salaries, fees for staff, employment contracts, management contracts, records of reviews and complaints, personal information and personal health information.

(b) **Access to confidential staff information**

The board can have access to confidential staff information as necessary to make any decisions about staff. Individual directors can have access only as authorized by the board. They must keep the information confidential. The general membership cannot have access.

(c) **Review by new directors**

Directors must have all significant information about the co-op's contracts and obligations in order to do their job. Within thirty days after they are elected or appointed, each new director should review all the co-op's employment contracts, management contracts, staff salaries, benefit payments, fees and related materials.

(d) **Detailed review by new officers**

The officers who are mainly responsible for staff need to have more detailed knowledge of staff information. Within thirty days after they are elected, the president, the treasurer and any other officer designated by the board, must review the complete co-op file on all staff. If there are any active complaints or other issues outstanding when they are elected, the retiring officers will give them all relevant information.

(e) **Backup copies**

The board must ensure that complete copies of all staffing contracts and important documents relating to staffing are sent to the co-op's lawyer or auditor. The manager must prepare a list of all passwords, e-mail addresses and similar electronic data, and ensure that a copy is given to the co-op's secretary, lawyer and/or auditor.

Article 17: Committees

17.1 Creating Committees

A committee can be created by the board or by a members' meeting. The board decides on the membership and duties of all committees. The board decides when the work of the committee is finished or when a committee is ended.

17.2 Committee Membership

The board can appoint members to a committee. Committees can also appoint members unless the board states that they can't. The board can remove members from a committee whether the committee was created by the board or by a members' meeting.

17.3 Confidentiality and Conflict of Interest Agreement

All committee members must sign a Confidentiality and Conflict of Interest Agreement within ten days after they become members. A signed copy must be given to the manager. People who fail to do this are automatically removed from the committee.

17.4 Role of Committees

Committees should report to the board at least quarterly. Minutes of committee meetings should be copied to the office for review by the board and for historical reference. Committees must have authority from a motion passed by the board to:

- spend any money
- authorize any expense
- enter into any contract
- commit the co-op to anything.

Article 18: No Payment of Directors and Officers

18.1 No Payment for Being a Director or Officer

Directors and officers must serve without payment of any kind for being a director or officer.

18.2 No Other Payment to Directors or Officers

Except as stated in this Article, directors and officers and their relatives cannot receive any pay, remuneration or compensation from the co-op.

18.3 Authorized Expenses

Directors and officers may be reimbursed for reasonable travel or other expenses while doing business for the co-op. The board of directors must authorize these expenses. These expenses must meet guidelines and limits set by the board. The co-op cannot compensate directors or officers for income that was lost because they were spending time at co-op meetings or doing things for the co-op.

18.4 Contracts with Co-op

Except as specifically permitted in this By-law, directors and officers and their relatives cannot enter into any contracts with the co-op other than contracts that are generally available to other members, such as occupancy or performance agreements.

18.5 On-call

Directors and officers and their relatives can be on-call committee members if the total on-call payment for the director or officer and all relatives is no more than $100 per month.

18.6 One Year Gap

One year must pass after someone is a director or officer before that person or any of their relatives can be paid by the co-op or receive an honorarium from the co-op. This includes being a temporary or permanent employee or contractor or paid member of an on-call or other committee.

18.7 Management or Service Company Employee

(a) Can't be director or officer

A member cannot be a director or officer if the member or a relative is employed by a company that provides services to the co-op. This also applies if the member or a relative is related to the business as defined in section 1.4(g) (Special Meanings – Relatives).

(b) Making contract

The co-op may make a contract with a property management or service company or business even though one of its employees or a relative was a director or officer of the co-op within the prior year if all of the following are true:

- The company was selected after a fair competitive process.
- The director or officer did not take any part in the selection or contracting process, either on behalf of the co-op or the company [see section 19.5 (Rules for Directors)].
- The director or officer resigns from the board or the office before the contract starts.
- The company does not employ the director or officer or their relatives at the co-op for one year after the contract starts – even if it would be permitted under the Occupancy By-law section on "Co-op Employees".

Article 19: Conflict of Interest

19.1 Purpose of this Article

The rules in this Article are to help avoid conflicts of interest and to have fair ways to deal with them. They apply in addition to the requirements of the *Co-op Act* and other legal and government requirements. The first part of this Article explains conflict of interest. The definition of relatives is also important [section 1.4(g) (Special Meanings – Relatives)]. The second part of this Article states rules for different situations.

19.2 Understanding Conflict of Interest

People who make decisions on behalf of the co-op should make the decisions in the best interests of the co-op – not in their personal interests. This includes directors, officers, committee members and staff. Decisions at a members' meeting are governed by section 19.9 (Members' Conflict of Interest).

19.3 What is Conflict of Interest?

Two things create a conflict of interest:

- someone takes part in a decision on behalf of the co-op, and
- the decision affects that person or a relative or friend in a way that is different from most co-op members.

(a) Taking part in a decision

People who take part in a decision on behalf of the co-op include:

- directors voting on a motion
- committee members making a decision or recommendation
- staff making a decision or giving advice to the board about a decision

(b) Benefits of a decision

Benefits of a decision include:

- direct or indirect benefits
- actual or potential benefits
- benefits to relatives and friends
- non-financial benefits

19.4 Conflict Situations

Two kinds of situations can become conflicts of interest:

- manageable situations
- prohibited situations

(a) **Manageable situations**

Manageable situations are part of the ordinary operation of the co-op. They could become conflicts of interest if the person getting the benefit takes part in the decision. Examples:

- A director puts in a work order for major renovations to their unit.
- A friend of a director is given a Notice to Appear.
- An employee requests a pay raise.

(b) **Prohibited situations**

Prohibited situations are things that do not happen in the ordinary operation of co-ops. They are often illegal. Examples include:

- A director gets a reduced price on carpeting from the same company that is contracting for carpeting for the co-op.
- A property management company or an employee receives an incentive or commission in connection with a contract signed by the co-op.
- A director is a partner or shareholder in a company that is bidding on the co-op's snow shoveling contract.

19.5 Rules for Directors

(a) **Declaring**

If a director has a conflict of interest or is involved in a situation that could become a conflict of interest, the director must declare it in writing before the next board meeting. If the director learns about it at a board meeting, the director must declare it at the meeting.

(b) **If in doubt, declare**

If a director is not sure whether something would be a conflict of interest, the director must report it to the board in the same way as stated in the previous paragraph. If other directors or members think a director could have a conflict of interest or is involved in a situation that could become a conflict of interest, they should also report it to the board.

(c) **Deciding**

The board has to decide if there is a conflict of interest and what to do about it. It should be considered at the first meeting after it is declared or reported or the next one after that. The persons who might have a conflict cannot participate in the process of deciding. They cannot be present while the decision is being made. The conflict declaration and the board decision must be recorded in the minutes of the meeting. This could be in the confidential minutes if appropriate.

(d) **If there is a manageable situation**

If there is a manageable situation, the person with the potential conflict

- cannot vote or participate in any decision-making relating to the item

- cannot be present at a meeting while the item is under discussion
- cannot see any of the documents or materials relating to the item, either before or after the decision is made

(e) **If there is a prohibited situation**

If there is a prohibited situation, the circumstances have to be changed so the prohibited situation no longer exists. It may not be enough for the director to leave the board since the director may have learned something that would give an advantage to someone, such as a bidder on a contract. Steps to be take could include one or more of the following:

A. **Resignation**

The person involved can resign as a director.

B. **Removal**

The board can remove the person involved from the board. Despite section 12.2 (Removal of a Director), removal under this section is effective as soon as the board passes the motion. There is no appeal to the members. If there is enough time, the director should be given written notice of the board meeting to discuss removal including the time and place of the meeting and the grounds for removal. The director can appear and speak at the meeting. The board decides and votes on the removal without the director present.

C. **Deal with someone else**

If the situation involved bidding on a contract with the co-op or selling something to the co-op, the co-op can reject the bidder or seller that is involved.

D. **Change the situation**

The situation that created the prohibited conflict can be changed in other ways so there will not be a prohibited conflict.

(f) **Government requirements**

Individual directors and the board as a whole must also follow government and funder reporting and procedural requirements about conflict of interest.

19.6 Rules for Officers

Officers have to follow the same rules as directors, including any officers who are not directors.

19.7 Rules for Committee Members

(a) **Declaring**

Committee members must declare conflicts of interest and situations that could become a conflict of interest to the committee in the same way as directors declare them to the board. In addition, a copy of all conflict declarations should be given to the board, including those made during a committee meeting.

(b) **Deciding**

A committee has to decide about conflict of interest in the same way as the board. In addition, the chair of the committee has to give the board a written report on the situation no later than three days after the committee meeting.

(c) **Dealing with committee conflicts**

A committee has to deal with conflict of interest in the same way as the board. In addition, the board can make a decision about a committee conflict. The committee has to follow the board decision.

19.8 Rules for Staff

(a) **Declaration by property management company**

If the co-op has a contract with a property management company, that company has to declare conflicts of interest and any situation that could become a conflict of interest by giving a written report to the president as soon as possible. This has to be presented to the board at the next meeting. This could be a conflict of interest or situation involving the property manager's staff at the co-op or involving the company or its owners or personnel who do not work at the co-op. The written report should state proposed steps to deal with the situation.

(b) **Service companies or others who are not employees**

Service companies and others who are not employees have to follow the same requirements as property management companies under (a).

(c) **Declaration by manager**

If the manager is an employee of the co-op and has a conflict of interest, or is involved in a situation that could become a conflict of interest, the manager has to give a written report and explanation to the president as soon as possible. This has to be presented to the board at the next meeting.

(d) **Declaration by other staff**

Other co-op employees who have a conflict of interest, or are involved in situations that could become conflicts of interest, have to report it to the manager immediately. The manager will give any immediate directions that are needed and give a written report and explanation to the president as soon as possible. This has to be presented to the board at the next meeting.

(e) **Board action**

The board will decide if there is a conflict of interest and what steps to take.

19.9 Members' Conflict of Interest

At members' meetings, all members can discuss and vote as they wish, even if they have a conflict of interest. Members are encouraged to declare the conflict of interest before taking part in the discussion. Members should try to act in the best interests of the co-op as a whole.

19.10 Proof

(a) **When required**

The board can ask someone for evidence to prove that there is no conflict of interest or that the conflict of interest rules have been followed. It does this when deciding if there is a conflict of interest or investigating compliance with conflict of interest requirements.

(b) **Response**

Members and staff must give complete proof and details in response to a request under this section. This may require showing documents and getting sworn statements from everyone involved. Failure to provide proof under this section is a breach of this By-law. Also, failure to provide proof can be evidence of non-compliance with conflict of interest requirements.

Article 20: Confidential Information

20.1 Co-op Confidentiality Policy

The co-op has information about co-op members and the members themselves deal with and control that information while carrying out duties for the co-op. The co-op's policy is to protect that information and only use or disclose it as necessary or appropriate. The rules in this part of the By-law are to outline co-op systems to do this. They apply in addition to all legal and government requirements, such as Personal Information Protection and Electronic Documents Act (PIPEDA).

20.2 Kinds of Information

(a) **Confidential information**

Confidential information is

- personal information
- confidential co-op information, and
- confidential staff information

(b) **Personal information**

Personal information is information about an individual. The information can be recorded on paper, electronically or in other ways. It also includes information that has not been recorded in writing. Personal information may be known to other people and not confidential. That does not affect the co-op's duty to treat it under the personal information rules in this By-law.

(c) **Confidential co-op information**

Confidential co-op information is information about the co-op or co-op business which should be kept confidential to protect the co-op.

(d) **Confidential staff information**

Confidential staff information is confidential information about co-op staff. It includes property management fees, staff salary and benefits except as presented in a general way in the co-op budget. It also includes property management and individual staff contracts.

20.3 Basic Rules

The following basic rules govern how the co-op deals with personal information. They are subject to all government and legal requirements and the other parts of this By-law.

(a) **Personal information**

- The Co-op will only collect personal information that is needed for the co-op's operations.

- Personal information will only be kept as long as it is legally needed or still relevant.
- Members and staff have a right to see personal information about them that the co-op has and to correct any errors. This information must be reviewed in the office.

(b) **All confidential information**

- Confidential information will only be shown to people on a need-to-know basis or as permitted or required by government and legal requirements or co-op By-laws.
- Confidential information will be used and stored in a way that protects confidentiality.

20.4 Limiting Collection

The co-op will only collect personal information that is necessary to perform the co-op's functions under the co-op By-laws and government requirements. This can include:

- credit, reference and other information for new applicants, members applying for an internal move and applicants for long-term guest status
- reference and other information about applicants for work at the co-op
- household income and household composition information for households who apply for or receive subsidy and any other information needed under government requirements
- household composition information for all members in order to know who is living in a unit and to enforce the co-op By-laws
- information about the condition of a member's unit
- information about payment of housing charges
- information about possible breaches of co-op By-laws
- information about performance by co-op staff

20.5 Limiting Disclosure

(a) **Board of directors decides on confidentiality**

If there is any doubt, the board of directors will decide whether any information is confidential and whether confidential information should be disclosed. The Occupancy By-law states when information can be disclosed in certain situations. Other co-op By-laws can also deal with confidential information.

(b) **Obligations apply to everyone and do not end**

All co-op members and staff must follow the requirements of this By-law and the Occupancy By-law about disclosing confidential information. It does not matter how anyone got the confidential information. It could be by serving on the board or a committee, by a statement at a members' meeting or even by accident. The requirements of this By-law continue to apply even after someone no longer has the position under which they got the information or even after they are no longer members or co-op staff.

(c) **Breaking obligations**

Unauthorized disclosure of confidential information is serious and could be grounds for eviction under the Occupancy By-law, removal from the board of directors, termination of employment without notice or other legal actions. In deciding what to do about any unauthorized disclosure, the board will consider factors like the sensitivity of the confidential information, how often it was disclosed and who received it.

20.6 Access to Personal Files and Accounts

(a) **Right to see file**

Members have the right to see their own personal files and financial accounts during co-op office hours. Members must have to make an appointment.

(b) **Notes and copies**

Members who look at their files can take notes. They can make photocopies of materials in the file. They must pay any photocopying charge normally charged by the co-op for personal photocopies. Staff may decide to make the photocopies for them.

(c) **Exclusions**

Letters to and from the co-op's lawyers about a member, complaints or investigations relating to a member, confidential board minutes related to a member and similar things are not part of a member's personal file. These may be kept in a separate legal file. The same applies to electronic information. If there is any issue about whether a member can see these items, the co-op will get legal advice.

(d) **Written statements by members**

Members can put written statements in their files.

(e) **Errors**

If a member believes that there is a factual or other error in their personal file or accounts, staff should try to correct the problem. If the member is still not satisfied, the member can make a complaint under Article 23 (Confidential Information Complaints).

(f) **Staff access to member files**

Co-op staff can see members' personal files only as necessary to perform their duties for the co-op. Directors and committee members can see members' personal files only as authorized by a board decision or as presented at a board meeting by staff (such as considering prior history of arrears or complaints when necessary).

20.7 Staff Access to Personnel Files

Co-op staff will have the right to see their personnel files as stated in their contracts with the co-op. Access that is not dealt with in a staff contract will be decided by the board. The board will be guided by the principles applicable to members' access in this Article.

Article 21: Confidentiality Situations

21.1 Confidentiality of Minutes

(a) **Record of attendance**

The record of attendance at members' meetings should not be part of the minutes. It should be kept separately in a separate confidential minute book. The record of attendance at board and committee meetings should be part of the minutes.

(b) **Motions**

Minutes should record all motions passed or rejected. They can also include names of movers and seconders and information on the discussions. This applies to members' meetings and board and committee meetings. At the request of any director, minutes of board meetings should state whether that director voted for or against something.

(c) **Confidential board minutes**

When the board discusses things involving confidential information or members' personal information, the minutes of these discussions must be kept in a separate confidential minute book. This includes any reports or documents and any motions or decisions. Only directors and staff can see the confidential minutes unless the board decides to let someone else see them. Directors cannot see confidential minutes for meetings that occurred before the director's current terms unless authorized by the board. Directors cannot see confidential minutes where they would have a conflict of interest.

(d) **Right of membership to information**

The board must decide which items go in the confidential minutes. They should remember that the members have the right to be kept fully informed about the co-op's business. The board must have a good reason for keeping something confidential.

(e) **Committee business**

Committees have to follow the same rules as the board. If there is any doubt, the committee should report to the board and the board will decide.

21.2 No Recording of Meetings

(a) Recording co-op meetings

People present at a co-op meeting can take notes but are not allowed to record the meeting, whether by tape or any other device. This includes members' meetings, board meetings and committee meetings. It includes the participants in the meeting, such as directors or committee members, and also members and guests. It applies whether the people are present in person or by conference phone, electronic or other equipment.

(b) Board authorization

The board can authorize taping or recording of meetings to help in minute-taking or for other reasons. Only the board can give the authorization, whether it is for a board, members' or committee meeting. The motion to authorize taping or recording must be recorded in the minutes of a board meeting.

21.3 Electronic Entry and Security Systems

(a) Electronic records

The co-op may have security cameras, key fobs or other systems that automatically create records. These are called electronic records in this section. They are considered confidential information under this By-law. *(See also PIPEDA)*

(b) Approval at a members' meeting

The installation of any new electronic records system, or any major change in an existing system, requires approval at a members' meeting. The board can approve other changes, such as relocation of a security camera.

(c) Location of security camera screens

Live monitors, computer or television screens that show images from security cameras will be placed so that only authorized staff can see them. A motion at a members' meeting can decide something else. This does not apply if the co-op has arranged for direct viewing on a cable or similar channel.

(d) Checking electronic records

Electronic records will be checked as necessary by authorized staff. No one else can see them except as stated in this section.

(e) Discarding electronic records

The board will decide on a normal time frame for discarding or recycling each kind of electronic record unless one of the following applies:

- The manager is aware of an incident or situation where the records may shed light on the problem in the future.
- Someone has submitted an incident report or complaint where the manager believes the records could be relevant.

- The manager feels the records could be relevant in a legal proceeding.
- The manager has received an indication that the records should be kept as evidence.

21.4 Incidents

(a) Use of records

When the manager is reporting to the board on any incident, complaint or situation, the manager should report to the board on what is shown by relevant paper, electronic and other records. The manager may show the record itself. Records will be made available to the police under a warrant and may be made available without a warrant when the manager thinks it is appropriate.

(b) Disputes between members

Paper, electronic and other records may be requested by someone who is having a dispute with someone else. If the records show information about someone who is not involved in the dispute, they will not be shown without that person's written consent unless the relevant information can be deleted.

The following additional points will apply:

- The records will be kept if the manager is given notice that they may be needed.
- If both sides consent in writing, records may be reviewed by those involved or their lawyers or representatives.
- A member can submit a written request to the board to see the records. If the board decides to permit this, the records will be available to people on both sides of the dispute.
- Despite the above, the records will be shown or delivered in obedience to any subpoena or court order.

(c) Legal action

Paper, electronic and other records may be shown or sent to the co-op's lawyers or anyone investigating or dealing with an incident or complaint on behalf of the co-op. Paper, electronic and other records may be used in connection with any eviction or procedure in Court or at the Landlord and Tenant Board.

Article 22: Ensuring Privacy

22.1 Privacy Officer

The president will be the co-op's privacy officer unless the board chooses someone else. The name, business address and business telephone number of the privacy officer will be made available on request.

22.2 Duties of the Privacy Officer

The privacy officer will work with the manager to review the co-op's confidential information procedures and consult with the manager on specific situations, concerns and issues raised by the manager, including the ones in Article 21 (Confidentiality Situations). The privacy officer will be accountable for the co-op's compliance with confidentiality requirements. The privacy officer can report to the board on any specific situation and on any recommendations for improvements in the co-op's confidential information practices and procedures.

22.3 Limits on Privacy Officer

The privacy officer will not have authority to give directions or orders to staff, board or committees or to incur any expense. The privacy officer can point out the problem and the person responsible should correct it. If they do not do so, or if there is any disagreement, the privacy officer can report the situation to the board. The board's decision will be final.

Article 23: Confidential Information Complaints

23.1 Making Complaints

Any member, staff member or other person can make a complaint to the privacy officer about confidential information. Complaints should be in writing signed by the person making the complaint. No special form is needed. The privacy officer should assist in putting the complaint in writing, if necessary.

23.2 Informal Action

Depending on the nature of the complaint, the privacy officer may try to resolve the situation informally, such as by consulting with the member and staff and assisting them to come to agreement on the issue.

23.3 Referral to Board

If a complaint is not resolved informally, the privacy officer will refer the complaint to the board of directors. The privacy officer will always refer a complaint to the board if the privacy officer feels an investigation could hurt anyone's rights, if staff is involved, or if legal advice is needed.

23.4 Investigating Complaints

The board will decide whether an investigation of the complaint is needed. An investigation could be done by the privacy officer or someone else. The board will determine the procedure. The board can decide to get legal advice.

23.5 Board Report

After completing the investigation, the investigator will give a written report to the board. The report should summarize the position of the parties to the complaint, the investigation process and the investigator's conclusions and recommendations. It should include a copy of the complaint, any written response and any relevant documents.

23.6 Board Action

The board will decide what steps to take as a result of the report.

23.7 Confidentiality of Complaint Process

The complaint, all materials related to the investigation and the report will be considered confidential information. If the complaint is about someone, that person will be shown the complaint or a summary and given an opportunity to comment. The board may decide to permit the person who complained or anyone complained about to see the report and to give comments. The board does not have to do this. The board will decide whether the report or any materials relating to the complaint should be inserted in the file of the party who complained or the party complained about or neither.

Article 24: Financial

24.1 Major Commitments

(a) **When member approval is needed**

The following actions are called "Major Commitments" in this By-law. They can be taken by the board of directors on behalf of the co-op, but only if they have been authorized by the members under this Article or are within the exceptions in (b):

- borrowing money
- mortgaging co-op property or giving any kind of security for a loan or payment of a debt through a charge, mortgage, pledge or other security interest in real or personal property of the co-op
- issuing, selling or pledging securities of the co-op
- investing co-op money as stated in section 24.3(e) (Investment of Co-op Money – Alternatives)
- acquiring real estate by purchase, lease or in other ways
- selling, transferring, leasing or disposing of real estate
- entering into agreements that will involve charges to the members for items that were not included in the most recent approved budget
- entering into non-residential leases for space that was not leased before
- entering into agreements with government bodies that may require changes in the co-op By-laws
- entering into any agreements or commitments with a term of ten years or more, or where the other party can renew the term so the total is more than ten years

(b) **When member approval is not needed**

Despite the previous paragraph, the following actions are not considered Major Commitments and the board can take them without member approval:

- borrowing money without security as long as the total unsecured borrowing of the co-op will be less than $25,000
- renewing or refinancing an existing loan without increasing the principal, including a loan secured by mortgage or in other ways
- entering into any agreements or commitments that can only continue for less than ten years (including renewals)
- renewing or extending non-residential leases or signing new non-residential leases of the same space

(c) **Optional member approval**

The board can request approval from the members for any action that is not within the definition of Major Commitment. If the board requests approval, it must follow the decision of the members' meeting.

(d) **Authority to spend**

When the members approve borrowing under this Article, they are not automatically giving the board authority to spend the borrowed money. Spending authority has to be requested separately as stated in the Occupancy By-law and Spending By-law. That can be requested at the same members' meeting or another members' meeting.

(e) **Adjusting items in housing charges**

Despite the Occupancy By-law, the items that are included in housing charges or not included in housing charges can be changed by a vote of the members at a general meeting. There should normally be a separate motion approving the change even though it may also be stated in the budget materials.

24.2 Approval Process

(a) **How member approval is given**

Member approval for Major Commitments has to be given by a resolution passed by the members by a two-thirds majority vote at a members' meeting. Member approval is needed for the action, but not necessarily to the specific documents required for the action.

(b) **Board approval process**

Before the board proposes a resolution to go the members on a Major Commitment, a report must be given to the board. The report has to include a summary of the proposal and a letter from the co-op's lawyer or auditor commenting on it. Each director has to read the basic documents before approving. For example, each director must read a mortgage commitment letter, but only the signers have to review the mortgage itself.

(c) **Requesting member approval**

When requesting member approval, the board must give a report to the members. The report has to include a summary of the proposal and a letter from the co-op's lawyer or auditor commenting on it. The actual documents have to be available for members to review before the meeting. If any parts of the report or documents have to be kept confidential or are not yet available, they must be explained orally at the members' meeting.

(d) **Optional approval process**

If the board requests approval under section 24.1(c) (Major Commitments – Optional member approval), only a simple majority vote will be needed at the members' meeting.

(e) **Conditional commitments**

The board can sign a commitment to something requiring member approval if the commitment is conditional on obtaining member approval.

24.3 Investment of Co-op Money

(a) **Government requirements**

The board has to invest co-op money as stated in government requirements.

(b) **Other investments**

Where government requirements do not apply, the board can invest co-op money in

- government bonds, treasury bills or other securities guaranteed or insured by the governments of Canada or Ontario or a crown corporation or agency
- investments under a program where oversight is provided or arranged by the Ontario Housing Services Corporation, the Co-operative Housing Federation of Canada or a local co-op housing federation
- investments under a bulk-investment program that is part of the services of the Co-operative Housing Federation of Canada or a local co-op housing federation

(c) **Investment By-law**

If the co-op has a separate Investment By-law, the board can invest co-op money in other investments that are permitted under the Investment By-law if it follows the procedures stated in the Investment By-law.

(d) **Deposits**

The board can deposit funds with a Canadian credit union, chartered bank or trust company.

(e) **Alternatives**

The board may not invest or put co-op funds in any investment, security or deposit other than as stated in the earlier paragraphs of this section unless it is approved by the members as a Major Commitment.

(f) **Reserves and special funds**

If there are any reserve or special funds, money earned on them will be put back into the funds.

24.4 Financial Year

The financial year (fiscal year) of the co-op will be decided by the board. The board can change the financial year.

24.5 Auditor

(a) **Appointed by members**

The members appoint an auditor at each annual members' meeting. The auditor can be either a chartered professional accountant or a chartered professional accountant firm. The auditor stays in office until another auditor is appointed as stated in the *Co-op Act*. The *Act* states how to remove an auditor and appoint a different auditor. The board will arrange for payment of the auditor.

(b) **Work of auditor**

The auditor must have access to the co-op's books, accounts and vouchers at all reasonable times. Directors, officers and staff must give any information or explanations that the auditor requests.

24.6 Indemnification

(a) **Obligation to indemnify**

The co-op will indemnify all directors and officers, and their heirs and legal personal representatives, to the maximum extent permitted by the *Co-op Act*.

(b) **Insurance**

The board of directors may purchase insurance to cover this liability, subject to reasonable limitations and deductibles.

Note: Insurance covers the board as a single entity, not individual directors.

Article 25: Signing on Behalf of the Co-op

25.1 Committing the Co-op

This Article governs committing the co-op. This includes ordering anything, writing any cheque, creating any obligation or making any other commitment. It does not matter if this is done through a formal contract or document, orally, by e-mail, or in other ways. These are all called "documents" in this Article.

25.2 Board Approval

Board approval must be given before anyone is authorized to commit the co-op to anything or to sign any document. Member approval may also be needed as stated in section 24.1 (Major Commitments). Whoever signs any document must be sure that these approvals have been given.

25.3 Signing

(a) **Signing officers**

The president, vice-president, secretary and treasurer will be signing officers. The president and the secretary are the primary signing officers.

(b) **Signing specific documents**

When approving a document, the board can decide who is authorized to sign on behalf of the co-op. The board can authorize one or more of the signing officers or anyone else to sign. If the board does not decide something else, documents must be signed by two signing officers.

(c) **Form of documents**

When authorizing a document, the board can decide its exact form. If it does not, the signer or signers can approve the final document.

(d) **Kinds of documents**

The board can authorize one or more officers, directors or staff members to sign specific kinds of documents for the co-op.

(e) **Cheques**

All cheques or other negotiable documents must be signed by two authorized signers. No one is authorized to sign a blank cheque, or a cheque to one of the signers or a relative. Before signing, the signers must make sure that the expense has been properly approved.

25.4 Staff Authority

Staffing contracts can give spending and signing authority to staff members. This includes employment contracts and property management contracts. When the board approves the staffing contract, it is also approving the spending and signing authority stated in it and no additional approval is needed unless approval of the members is required. See section 24.1 (Major Commitments).

25.5 Approval Motions

All board approvals and decisions mentioned in this Article must be made by a formal motion passed by the board and recorded in the minutes of a board meeting.

Article 26: Giving Notices

26.1 Scope of this Article

Notices relating to an eviction are governed by the Occupancy By-law. This Article is about other kinds of notices.

26.2 Notices to Members

(a) **Number of notices**

Only one notice or one copy of a document needs to be given for each unit.

(b) **Delivery**

Notices and documents can be

- handed personally to the member
- left with an adult in the member's unit
- left in the unit mailbox
- slid under the unit door or through a mail slot in the door
- delivered in any other way to the member's unit
- put in the member's box in the co-op's internal mailbox system.

(c) **Mail**

Notices and documents can be given by ordinary mail to members at their co-op unit or the last known address where the member lives or works. Notices and documents that are sent by mail are considered delivered on the fifth day after the day of mailing.

(d) **Electronic mail**

Members can sign a form consenting to notices by electronic mail. The form must state an e-mail address. Notices and documents can be given to those members by e-mail, with a request of "Delivery receipt". They will be considered delivered at the time of receiving the "Delivery receipt". Members can change their e-mail address by notice to the co-op. Members can also cancel their consent to receive e-mail notices. Consent to receive electronic mail is included in the application and occupancy agreement.

(e) **Delivery by electronic mail**

The following types of notices and documents can be delivered to members by e-mail if the member has consented under paragraph (d):

- notices of members' meetings, agendas and documents to be presented or discussed at a meeting

- notices about the co-op, the co-op property or co-op activities that the board or staff decides to send to all members or a large portion of the membership (such as all members on a floor)
- notices personal to a member or responses to e-mails from a member.

26.3 Notices to Co-op

(a) **Delivery**

Notices and documents can be given to the co-op by delivery to the co-op office. If the co-op does not have an office, see section 1.4(a) (Special Meanings – Co-op office).

(b) **Mail**

Notices and documents can be given by ordinary mail to the co-op addressed to the co-op office. Notices and documents that are sent by mail are considered delivered on the fifth day after the day of mailing.

(c) **Electronic mail**

Section 1.5(c) (Electronic Notices and Documents) states rules for about when notices and documents can be signed or delivered electronically. Members can sign or deliver those documents to the co-op by e-mail (with a request of "Delivery receipt") at an address set by the co-op. They are considered delivered at the time of receiving the "Delivery receipt".

(d) **Exceptions**

The following are some examples of documents that may ***NOT*** be signed or delivered electronically unless a By-law says something else:

- applications for membership
- credit check authorizations
- occupancy agreements, including all attachments, schedules and appendices
- co-signer or guarantee agreements
- long-term guest agreements
- sub-occupancy agreements
- requisitions or petitions
- Directors' Ethical Conduct Agreements, Confidentiality and Conflict of Interest Agreements, Consents to serve as Director or any similar documents
- confidential information complaints
- human rights complaints
- other complaints under co-op By-laws.

26.4 Defects in Notice

A minor error or omission in any notice will not affect any decision made by the board or members. This includes accidentally failing to give notice or a document to someone. It also includes someone not receiving a notice or document that has been delivered or sent.

SCHEDULES AND ATTACHMENTS

Schedule A: Rules of Order

These are the rules of order for members' meetings. These rules replace any other rules such as Robert's Rules of Order. There are also comments that explain the meaning of some of the rules. The comments are part of the rules.

Rule 1: Chair

In these rules of order, the "chair" means the person chairing the meeting at the time that the rule applies.

1. **Choosing chair:** The chair is chosen as stated in section 5.1 of the By-law (Chair).
2. **Role of chair:** The chair makes sure that meetings run smoothly. The chair tries to make sure that members have a chance to discuss every item on the agenda fully and fairly and that the meeting comes to a clear conclusion.
3. **Participation by chair:** A chair who wants to discuss a motion must step down until the meeting has dealt with all matters concerning the motion. Another person approved by the members can chair the meeting in the meantime. This applies whether the chair is a member or non-member.
4. **Voting by chair:** Section 5.3(e) of the By-law (Voting – Voting by chair) states when the chair can vote.

Rule 2: Motions

1. **How to deal with things:** A meeting can deal with an item of business on the agenda in three ways:
   - The member who asked that the item be put on the agenda can ask the members to approve a proposal by "moving" it. If the member does not want to make a motion, another member can make one.
   - The chair can present an item on the agenda and ask if any member wishes to make a motion.
   - A member can present an item on the agenda for discussion without making a motion. The chair decides if a motion is needed. If so, the chair asks for a motion.
2. **Seconder needed:** Another member must "second" a motion. If there is no seconder, members cannot discuss the motion.
3. **One motion at a time:** Members can only discuss one main motion at a time.

Comment: A main motion tells members what the proposal is. It's helpful if the motion can be written and sent to members before the meeting. If possible, get motions written, given to the chair, and written on a flip chart for members. The secretary reads the motion to the members before a vote is taken.

Rule 3: Speaking

1. **Speaking on a motion:** Members can discuss a motion after it has been moved and seconded. The chair controls the discussion. Members speak as follows:

    - They can ask questions for information. The chair or the member who moved the motion can answer the questions.
    - They can speak for or against the motion.
    - They speak to the chair.
    - Each speaker speaks for 3 minutes or less. The chair can set a longer or shorter time limit.
    - Members can speak more than once on an item only after all others who want to speak have done so. The chair can make exceptions.

Comment: All those who want to speak should raise their hands or indicate through an electronic message. The chair may keep a speakers' list and call members to speak in order if they have not already spoken. The chair may rule speakers "out of order" if their comments are off the point. Speakers must stop speaking when their time is up.

Rule 4: Amendments

1. **Motion to amend:** When a member is speaking, the member can suggest a change to a main motion. The member does this by moving an amendment. The motion to amend must be seconded like any other motion.
2. **Majority needed:** An amendment must have the same majority as the motion that it amends. This means that an amendment to a proposed By-law requires a two-thirds majority vote to pass.
3. **When not permitted:** An amendment cannot in the opinion of the chair:

    - be unrelated to the main motion; or
    - be contrary to the meaning of the main motion.

Comment: Members cannot amend a motion by moving a whole new motion, or by an amendment that is directly against the meaning of the main motion. A member who wants something contrary to the main motion can

    - speak against the motion
    - ask the mover and seconder to withdraw the main motion
    - ask the members to defeat the main motion so a different motion can be moved.

4. **Friendly amendments:** A member can ask that the mover and seconder of the main motion accept a change to their motion. If they accept the change, it becomes part of the main motion.
5. **Withdrawal of a motion:** The member who moved a motion can withdraw it at any time during the discussion if the seconder agrees. If any members still want to vote on the motion, they can move and second the same motion themselves.

Comment: The mover might decide that this is not the right time to make a decision, or might feel that someone else has a better motion to present.

Rule 5: Procedures for Amendments

1. **Discussion on amendments:** After an amendment has been moved and seconded, speakers can only speak about the amendment. They continue to do so until the amendment has been voted on. The chair will keep a separate speakers' list for the discussion on amendments.
2. **After amendment:** After the amendment has been voted on, discussion can continue on the motion as amended or the original motion if the amendment was defeated.
3. **Only one amendment:** Only one motion to amend can be on the floor at one time. After the meeting deals with that amendment, members can move other amendments if they wish.
4. **Chair can authorize more than one:** Despite the above, the chair can authorize more motions to amend before earlier ones have been voted on. This would only apply if the later amendment would change the terms of the first one. Amendments are discussed and voted on in reverse order from when they were moved. This means that only the current amendment can be discussed until it is voted on.

Comment: Usually only one amendment at a time should be under consideration. Members can easily become confused if there are several amendments being discussed at once. If the chair decides there can be more amendments, there should be great care taken to see that members understand what the current amendment is.

Rule 6: Voting

1. **When to vote:** The chair calls for a vote
   - after every member who wishes to speak has spoken
   - at a fixed time that the members decided the vote would take place
   - after the members pass a motion to call the question
2. **How to vote:** Voting is by show of hands unless the *Co-op Act* or the co-op's By-laws say that a vote will be by secret ballot. See section 5.3(d) of the By-law (Voting – Secret ballot).

Comment: A vote by ballot may be better if the item is a sensitive one. But it often takes a lot of time.

3. **Counting:** The chair counts the votes and rules on whether or not the motion has passed unless the co-op's By-laws say something different. See By-law sections 8.1 (Election Procedures) and 8.2 (Election Meeting).
4. **Recount:** For election of directors, recount rules are stated in section 8.3 of the By-law (Recount). In other cases, a member can request a recount immediately after the results are announced. If a quorum is no longer present, the results that were originally announced will stand. If a quorum is still present, then
   - if the vote was by show of hands, there must be an immediate recount.
   - if the vote was by ballot and four other members support the request, there must be an immediate recount with scrutineers.

5. **Majority:** Motions are decided by simple majority unless the *Co-op Act* or the co-op's By-laws say something else. See section 5.4 of the By-law (Majority Required).

Comment: A simple majority is more than half of the votes cast. A two-thirds majority is at least two-thirds of the votes cast. Abstentions and spoiled ballots are not considered votes cast. Examples:

- Simple majority:
  - 31 members present and 25 vote
  - a simple majority is 13 (more than 25/2 = 12 1/2)
  - **it is not 50% plus one** (more than 12 1/2 + 1 = 13 1/2), which would be 14.
- Two-thirds majority:
  - 31 members present and 26 vote
  - a two-thirds majority is 18 (at least 2/3 x 26 = 17 1/3)
  - **it is not 17,** because it has to be "at least" 17 1/3

Rule 7: Motions About Procedure

1. **Calling the question (Vote immediately):** When a member is speaking, the member can ask for an immediate vote by saying "I call the question" or "I move to end the debate". There must be a seconder. The chair will immediately ask the members to vote on whether they want to finish the discussion at this point. A two-thirds majority vote is needed. The vote is by show of hands.

   - If the motion to call the question is carried, the members then vote on the main motion or amendment.
   - If the motion to call the question is defeated, members can continue the discussion.

Comment: A motion to call the question should be used when members seem to be ready to vote and when speakers are not saying anything new. It should be used carefully because it may take away someone's right to speak.

2. **Motion to postpone:** When a member is speaking on a motion or amendment, the member can make a motion to postpone any decision. There must be a seconder to the motion to postpone. A simple majority is needed. The vote is by show of hands. There are three kinds of motion to postpone.

   (a) **Defer the motion:** This means to put off discussion to another time. The motion can be discussed before voting on it. The motion must state the time or how the time will be decided. Examples:

   - until 9:30 p.m. during the same meeting
   - until after item … on the agenda for the same meeting
   - until the next meeting
   - until a special meeting to be called by the board.

   (b) **Refer the motion:** This means to refer the motion to the board or a committee for a recommendation. They will bring the issue back to the members at a later time. The motion can be discussed before voting on it.

(c) **Table the motion:** This means to put off the motion for an indefinite time. It is usually used when members don't want to discuss something, or to express their opinions. There is no discussion or debate before voting on the motion.

3. **Motion to take from the table:** When a motion has been tabled, it can be brought back to the members by a motion "to take from the table". This must be on the agenda if it is at a different meeting. There must be a seconder to the motion to take from the table. It can be discussed before voting on it. A simple majority is needed. The vote is by show of hands.

4. **Motions that waste time:** The chair can rule a motion out of order on the grounds that it is absurd or wasting time and not worth the members' attention.

Rule 8: Interruptions

1. **Limits:** Members cannot interrupt another speaker or speak out of turn except in the specific situations stated in this rule. In all cases the interruption must be as brief as possible and not part of a debate. Members who want to interrupt under this rule should stand up and politely say what their interruption is about.

2. **Point of order:** Members can raise a point of order if they think that the meeting is not following the correct procedure or there is not a quorum at the beginning of a meeting or at the time of a vote. The chair rules on the point of order and takes any action that is necessary.

3. **Question of privilege (point of privilege):** Members who feel that there is a risk to the rights, safety or comfort of the members (or of one member) can raise a question of privilege. It may be a simple thing, such as the need for better ventilation, or for the use of a microphone. The chair rules on the question of privilege and takes any action that is necessary.

4. **Point of information:** Members can raise a point of information if they have an important piece of information or question and dealing with it will save time in the discussion. A point of information must be very brief. The chair rules on whether it is a point of information and what action should be taken.

5. **Appeals from the chair:** Members can appeal when they think a ruling of the chair is not correct. The appeal must be made immediately after the ruling. There must be a seconder. Both the member who appealed and the chair can give their reasons. There is no other debate or discussion. The chair does not step down. The question: "Do we confirm the decision of the chair?" is put to the vote. The chair does not vote. If the vote is tied, the chair's ruling is confirmed.

Comment: The chair does not have to resign if an appeal is supported by a majority of members. Members have the right to decide how their meetings should run. An appeal is not a vote of confidence. It is simply a way for members to control their meeting.

Rule 9: Unacceptable Behaviour

1. **Vote of members:** If a member's behaviour is unruly or inappropriate in a significant way that interferes with the conduct of a meeting, the member may be ejected from the meeting or disconnected electronically by vote of the members present. There is no discussion or debate. A simple majority is needed.
2. **With or without motion:** The chair can put the question to the members without a motion. A motion can also be made by anyone who is speaking on a motion or amendment, but only if the chair permits it. The motion needs a seconder.
3. **Refusing to leave meeting:** If a member does not leave the meeting after a motion has been passed to eject the member and cannot be disconnected electronically, the member will be considered in breach of the Organizational By-law. Repeated breaches are grounds for eviction under the Occupancy By-law. In addition, the chair or the meeting may take any other measures that are appropriate to remove the member from the meeting.

Schedule B: Confidentiality and Conflict of Interest Agreement

TO: Winona Housing Co-operative Inc.

I am signing this Agreement as a director, officer, committee member or staff member of the co-op.

CONFIDENTIALITY

1. I understand that this Agreement applies to

   (a) Personal information about co-op members and applicants.

   (b) Confidential information about co-op staff.

   (c) Confidential information about the co-op or co-op business.

2. I understand that the above is considered confidential information even if I learn about it from a source unrelated to my position with the co-op and even if it is publicly available.

3. I will not tell anyone any confidential or personal information
   - that I know through my position with the co-op
   - that I learn at meetings related to my position with the co-op, or
   - that I know about in any other way.

4. I will not disclose, or permit disclosure of, any confidential or personal information in any other way.

5. I will safeguard confidential or personal information that I may have.

6. The only exception is when I am authorized by the board or the co-op By-laws to disclose the information. If I am not sure whether information should be kept confidential, I will ask the board for a decision about it.

7. I agree that the above obligations apply while I have my position with the co-op and after I no longer have that position or any connection with the co-op.

8. I will always give the board any information requested by the board. When I no longer have my position with the co-op, I will return all co-op papers and property to the co-op.

9. While I have a position with the co-op, I will not gossip about the co-op or its members or employees.

CONFLICT OF INTEREST

10. Whenever I am involved in a decision or action of the co-op, I will put the best interests of the co-op ahead of my personal interests and the interests of my relatives and friends.

11. A conflict of interest is where I take part in a decision that benefits me or a relative or friend in a way that is different from most co-op members.

12. I understand that some conflicts of interest are prohibited and some situations are manageable as stated in the Organizational By-law.
    - **Prohibited conflicts.** I will not become involved in any conflict of interest that is prohibited.
    - **Manageable situations.** If I am involved in a potential conflict that is manageable, I will follow the applicable rules as stated in the co-op's Organizational By-law.

13. I promise that I will declare any conflict of interest or situation that could become a conflict of interest as stated in the Organizational By-law. If there is any doubt, I will report the situation to the board, or any committee that I am on, and they will decide if it is a conflict of interest.

14. I promise that I will abide by the conflict of interest rules and definitions in the Organizational By-law. I promise to ask if I have any questions or there is anything I don't understand.

15. I also agree to abide by any legal and government requirements about conflict of interest that are not included in co-op By-laws.

GENERAL

16. I understand that this Agreement is a binding legal document and I have had the opportunity to obtain legal or other advice before signing it.

Date: _____ Signature: _____

Schedule C: Director's Ethical Conduct Agreement

TO: Winona Housing Co-operative Inc.

I agree to be a director of the co-op and to do my best to forward the interests of the co-op and the members and the other stakeholders in the co-op.

1. I am at least 18 years old am not bankrupt or incapable of managing property under the *Substitute Decisions Act.*

BOARD PROCEDURES

2. CROSS OUT ONE:

   (a) I will accept notices to directors by electronic mail.

   (b) I will **NOT** accept notices to directors by electronic mail.

DUTIES OF A DIRECTOR

3. I will perform my duties as a director honestly, in good faith and in the best interest of the co-op rather than in my personal interest.

4. I will use the care, diligence and skill of a reasonably prudent person in performing my duties as a director.

5. I will sign and comply with the co-op's Confidentiality and Conflict of Interest Agreement and all legal and government requirements about confidentiality, privacy and conflict of interest.

6. I will always give the board any information requested by the board. I will return confidential papers to the co-op when requested. I will delete confidential materials from my computers and electronic devices when requested. When I am no longer on the board, I will return all co-op papers and property to the co-op and I will delete confidential materials from my computers and electronic devices.

7. I will attend all board and members' meetings unless excused by the board based on advance notice of absence.

8. I will prepare for board meetings and act constructively at all board meetings.

9. I will participate in all training programs as decided by the board.

ACTING AS A BOARD

10. I understand that the board acts as a whole. If I disagree with something the board is considering, I will say so at a board meeting. Once the board has made a decision, I will support that decision or remain silent.

11. I understand that directors can act only by a decision at a proper board meeting. Between meetings I have no authority unless the board has given me authority to do something, such as to sign a document.

12. I understand that even if the board has given me responsibility for something, the final authority and responsibility stays with the board.

13. I understand that, if I am an officer or a member of a committee, my duties must be performed as directed by the board and within any limits set by the board.

RESPECT FOR OTHERS

14. As a director I will remain open to other points of view and options. I will not act defensively when directors or members question or disagree with my point of view.

15. I will do my best to work together with the other directors for the good of the co-op. I will not let personal dislikes or grudges affect my conduct or decisions.

16. I will never make statements which in any way harm, put down or show a lack of respect for other directors, members or staff.

17. I will never make statements, take actions or harass anyone in any way that is prohibited under the Ontario *Human Rights Code.*

18. I will make any complaints I may have about the co-op or the co-op's staff only to other directors. I will bring any concerns I may have to the attention of the board.

19. I will support the co-op's staff as they carry out their duties and not say or do anything that might cause them to lose respect among the membership or other staff.

DUTIES OF A MEMBER

20. I will perform my duties as a co-op member. I will comply with the By-laws of the co-op.

21. I will not be in arrears while I am a director.

I have read and understood this Agreement and I agree that I will follow it. I understand that, if I break this Agreement, the board of directors can follow the procedure stated in the Organizational By-law to remove me as a director.

Date: _____ Signature: _____

Print name:

Schedule D: Co-signer Agreement

To: Winona Housing Co-operative Inc.

From Co-signer(s): _____

[Include address, phone, e-mail, if available] _____

_____

Applicant: _____

I wish to assist the applicant to obtain housing at the Co-op. My relationship to the Applicant is:

[Insert relationship, such as "The Applicant is my son" or "The Applicant is my friend."] _____

_____

I understand that the Co-op may accept the Applicant as a member if I agree to be responsible for the Applicant's financial obligations.

In consideration for the Co-op accepting the Applicant as a member and permitting the Applicant to live at the Co-op, I agree to pay all housing charges and other financial obligations of the Applicant to the Co-op when due.

I understand and agree to the following points:

- I am directly and principally responsible for these obligations. I am not merely a guarantor or surety.
- The Co-op can do any of the following things without my consent, without notice to me and without releasing me from my obligations under this Agreement:
  - change the terms of the membership or occupancy of the Applicant
  - allow the Applicant to move to a different unit with a different housing charge
  - change the amount payable by the Applicant because of changes in the housing charges for the Applicant's unit
  - change the amount payable by the Applicant because of changes in the Applicant's income if the Applicant receives geared-to-income assistance or subsidy
  - extend time to the Applicant for payment or performance of obligations
  - take or not take steps to enforce payment of money or performance of obligations by the Applicant

- The Co-op does not have to bring legal action or exercise other remedies against the Applicant or any other person before requiring payment of money or performance of obligations by me. I will remain responsible both before and after the Co-op does this.
- I cannot cancel or revoke the obligations I have agreed to in this document.

I agree that the co-op can receive, through its employees or agents, credit information about me from any credit agency or other source.

I acknowledge that I have had the opportunity to obtain legal advice and I have obtained any legal advice I wish prior to signing this document.

Signed:

Date: _____

_____
Co-signer

Witness: _____
Print Name:

I authorize the Co-op to give the Co-signer any information it may have about me at the present time or in the future. I agree that I cannot cancel or revoke this authorization.

Signed:

Date: _____

_____
Applicant

Witness: _____
Print Name:

Note: *To be signed by all persons in Applicant's household sixteen or older, including members and non-member occupants.*

Note: *Adjust above if applicant is already a member and is asking for a new unit or a separate unit (such as the child of an existing member).*

Schedule E: Director's Nomination Form

To: Winona Housing Co-operative Inc.

We nominate _____ to run as a candidate for director of the co-operative at the next election meeting of members.

Nominator name: _____

Nominator address: _____

Nominator signature: _____

Date of signing: _____

Nominator name: _____

Nominator address: _____

Nominator signature: _____

Date of signing: _____

I accept the nomination. Enclosed are the Directors' Ethical Conduct Agreement and Confidentiality and Conflict of Interest Agreement. These will take effect if I am elected.

Candidate signature: _____

Date of signing: _____

Schedule F: Candidate Application

_____ Winona member since _____

PRINT CANDIDATE'S NAME

Do you have previous experience on Winona Board of Directors? O Yes O No

If so, what years did you serve on the Board? _____

If so, what positions have you held? _____

Why would you like to be on the 20__ -20__ Board of Directors?

_____

_____

What role on the Board is of interest to you? _____

Why? _____

What employment skills and experiences do you bring to your role as Director and to the role that is of interest to you?

_____

_____

What do you believe your most important contribution as a Board Director would be?

_____

_____

You may be required to volunteer more than four hours per month. Please explain any time restrictions regarding this commitment.

_____

_____

You may be required to attend external meetings and/or information sessions; network with representatives of other housing co-operatives; and present a report to the Board and Renters. Please explain any restrictions regarding this possible assignment.

_____

_____

I confirm:

O I have read and understand the Organizational By-laws.

O I have read and understand the Confidentiality and Conflict of Interest Agreement.

O I understand that once I sign the Confidentiality and Conflict of Interest Agreement, that I am legally held to that agreement for the rest of my life.

O I have read and understand the "Privacy Dos and Don'ts for Directors". D I have read and understand the Director's Ethical Conduct Agreement.

O I have read and understand the duties and responsibilities of the Board of Directors, and accept the commitment expected of my role as Director.

O I understand that my role as Director has legal aspects and that I may be subject to legal recourse if I am found in conflict of any legal agreements.

O I am mentally competent to perform the duties as outlined in the Organizational By-law. O I am not in arrears with Winona Housing Co-operative Inc. and do not have a Performance Agreement for Arrears.

O I am not presently in undischarged bankruptcy.

O I am not in default under the Occupancy Agreement (including the defined minimum participation requirements), or any other contractual agreement with the co-op.

What additional information would you like us to know about you?

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You will be required to:

- Attend training for Board of Directors.
- Complete online training courses and provide certificates of completion to the Secretary.
- Familiarize yourself with the Canadian Co-operative Corporations Act, and the Personal Information Protection and Electronic Documents Act.
- Use the resources on the CHFC website to further educate yourself about your role.

I understand that this application will be made available to any member for review.

SIGNATURE:

_____

DATE: DD/MMM/YYYY

_____

SIGNATURE: CANDIDATE